

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
Comcast Cable Communications, LLC,)
on behalf of its subsidiaries and affiliates)
For Determination of Effective Competition in:)
Bordentown (City), NJ (NJ0511))
Bordentown (Township), NJ (NJ0461))

CSR No. _____

To: Marlene Dortch, Secretary to the FCC

PETITION FOR SPECIAL RELIEF

Comcast Cable Communications, LLC, on behalf of its subsidiaries and affiliates (“Comcast”), pursuant to Sections 76.7 and 76.907 of the Commission’s rules,¹ requests that the Commission find that Comcast faces “effective competition” in the above-referenced New Jersey franchise areas (the “Franchise Areas”).

The Communications Act of 1934, as amended (the “Act”), and the Commission’s rules provide that cable television rates may be regulated only in the absence of effective competition.² Cable operators are entitled to demonstrate that effective competition exists on a franchise-by-franchise basis.³ When a cable operator demonstrates that effective competition exists within a franchise area, cable rates in the affected area are no longer subject to regulation.⁴

¹ 47 C.F.R. §§ 76.7 and 76.907.

² 47 U.S.C. § 543(a)(2); 47 C.F.R. § 76.905(a).

³ 47 C.F.R. § 76.907.

⁴ See *Implementation of Sections of the Cable Television Consumer Protection and Competition Act of 1992, Rate Regulation*, 8 FCC Rcd. 5631, 5664-5665 (1993) (“Rate Order”).

Under the “competing provider” test set forth in Section 623(1)(1)(B) of the Act and Section 76.905(b)(2) of the Commission’s rules (the “Competing Provider Test”), a cable system will be deemed subject to effective competition if:

- (i) the franchise area is served by at least two unaffiliated multichannel video programming distributors (“MVPDs”), each of which offers comparable programming to at least 50 percent of the households in the franchise area; and
- (ii) the number of households subscribing to multichannel video programming other than the largest MVPD exceeds 15 percent of the households in the franchise area.⁵

As demonstrated below, the Competing Provider Test is easily satisfied in each of the Franchise Areas – Bordentown (City) and Bordentown (Township) - because two unaffiliated DBS providers serve over 50 percent of the Franchise Area’s households with programming comparable to Comcast, and the aggregate penetration rate reported for all “competing providers” far exceeds the 15 percent threshold in each of the Franchise Areas.⁶

I. THE COMPETING PROVIDER TEST IS SATISFIED IN EACH OF THE FRANCHISE AREAS

The two prongs of the Competing Provider Test are straightforward and objective. Both prongs of this test are clearly satisfied in each of the Franchise Areas.

A. Multiple Unaffiliated MVPDs Offer Programming Comparable to Comcast to Over 50 Percent of the Households in the Franchise Areas.

The first prong of the Competing Provider Test requires that a franchise area must be served by “at least two unaffiliated multichannel video programming distributors...”⁷ This

⁵ 47 U.S.C. § 543(1)(1)(B)(i) and (ii); 47 C.F.R. § 76.905(b)(2)(i) and (ii).

⁶ As explained below, the competing penetration figure for the Franchise Areas includes subscribers from local MVPD competitor Verizon, as well as from the two major DBS providers.

⁷ 47 U.S.C. § 543(1)(1)(B)(i); 47 C.F.R. § 76.905(b)(2)(i). Section 602 of the Communications Act of 1934, as amended, defines “multichannel video programming distributors” to include cable operators, as well as DBS and MMDS providers. *See* 47 U.S.C. § 522(13).

requirement is easily satisfied, because the two major direct broadcast satellite providers (DirecTV, Inc. and Dish Network, Corp.) (“DBS Providers”) are both unaffiliated with Comcast and both “offer” programming that is comparable to Comcast to more than 50 percent of the households in Comcast’s Franchise Areas.

Service of an MVPD is deemed “offered” under the Competing Provider Test when it is both *technically* and *actually* available.⁸ The Commission has determined that DBS service is presumed to be “technically available” throughout the country due to its nationwide satellite footprint.⁹ Comcast’s Franchise Areas are well within the satellite footprint of DirecTV and Dish Network. Thus, both DirecTV and Dish Network are “technically available” in the Franchise Areas.

DBS service is presumed to be “actually available” if households in a franchise area are made “reasonably aware” that the service is available.¹⁰ The Commission has stated that “a party may use evidence of penetration rates in the franchise area (the second prong of the competing provider test ...) coupled with the ubiquity of DBS services to show that consumers are

⁸ *Rate Order* ¶ 29.

⁹ See *MediaOne of Georgia, Inc; Petition for Revocation of the Certification of Gwinnett County, Georgia*, 12 FCC Rcd. 19406, ¶ 5 n.16 (1997) (citing *Rate Order* at 5660-5661).

¹⁰ See *Rate Order* ¶ 32 (citations omitted). See also *Charter Communications, LLC d/b/a Charter Communications Petition for Determination of Effective Competition in Fourteen North Carolina Communities, et al*, 19 FCC Rcd. 7003, ¶ 4 (2004).

reasonably aware of the availability of DBS service.”¹¹ The same reasoning applies here.

DirecTV and Dish Network are among the largest MVPDs in the nation.¹² With approximately 33.8 million subscribers nationwide,¹³ comprising more than 33 percent of all MVPD subscribers,¹⁴ ubiquitous advertising, and the substantial DBS penetration figures in the Franchise Areas, it is clear that consumers in the Franchise Areas are “reasonably” aware of the availability of DBS competitors.¹⁵

¹¹ *Comcast Cable Communications, LLC Petition for Determination of Effective Competition in Various Michigan Communities*, 23 FCC Rcd. 9595, ¶ 5 (2008), citing *Mediacom Illinois LLC et al., Eleven Petitions for Determination of Effective Competition in Twenty-Two Local Franchise Areas in Illinois and Michigan*, 21 FCC Rcd. 1175 (2006) (“*Comcast – Various Michigan Communities*”). Thus, the Commission has not required the production of advertising to demonstrate that households in the franchise area are “reasonably aware” of the availability of DBS service. See *Bright House Networks, LLC Petition for Determination of Effective Competition (Lake Alfred and Dundee FL)*, 22 FCC Rcd. 4390, ¶ 6 (2007) (“Over more than ten years, we have made hundreds of findings that households in particular franchise areas are reasonably aware that they may purchase DBS services based on localized evidence. These accumulated showings amount to substantial evidence that households in all franchise areas are reasonably aware that they may purchase DBS services. In at least one earlier reported decision, we found households in a franchise area to be reasonably aware that they may purchase DBS service solely based on evidence of DBS's nationwide growth and local subscriptions, without reference to advertising or other promotion.”) (“*Bright House Networks – Florida*”).

¹² See *Thirteenth Annual Assessment of the Status of Competition in the Market for the Delivery of Video Programming*, MB Docket No. 06-189, FCC 07-206, ¶ 76 (rel. Jan. 16, 2009).

¹³ See Press Release, DirecTV Inc., *DirecTV Announces Fourth Quarter and Full Year 2011 Results* (Feb. 16, 2012) (reporting that, as of December 31, 2011, DirecTV (US) had 19.9 million subscribers), available at <http://investor.directv.com/releasedetail.cfm?ReleaseID=649162>; See Press Release, Dish Network, *Dish Network Reports Fourth Quarter and Year End 2011 Financial Results* (Feb. 23, 2012) (reporting that, as of December 31, 2011, Dish Network had approximately 13.97 million subscribers), available at <http://press.dishnetwork.com/press-releases/dish-network-reports-fourth-quarter-and-year-end-2-nasdaq-dish-0855001>.

¹⁴ Georg Szalai, *Pay TV Operators Added 300,000 Subscribers in Fourth Quarter*, *The Hollywood Reporter*, March 19, 2012 (citing SNL Kagan report of 100.31 million video subscribers by the end of 2011), available at <http://www.hollywoodreporter.com/news/pay-tv-operators-added-subscribers-fourth-quarter-snl-kagan-showtime-starz-hbo-301624>.

¹⁵ See, e.g., *Comcast – Various Michigan Communities* ¶ 5; *Bright House Networks – Florida* ¶ 6.

The Competing Provider Test also requires that the programming offered by the competing providers must be “comparable” to the programming offered by the cable operator.¹⁶ The Commission’s rules define comparable programming as “at least 12 channels of video programming, including at least one channel of nonbroadcast service programming.”¹⁷ The

Commission has repeatedly recognized that the DBS Providers offer comparable programming to Comcast under the Commission’s Competing Provider Test.¹⁸ Each of the DBS Providers offer well over 100 video channels, most of which are non-broadcast services.¹⁹ And, as shown in the attached channel line-up, Comcast’s programming service offerings in the Franchise Areas are substantially similar to the DBS programming services.²⁰

Based on the above facts, Comcast has satisfied the first prong of the Competing Provider Test.

B. The Competing Providers Serve Greater Than 15 Percent of the Households In Comcast’s Franchise Areas.

The second prong of the Competing Provider Test requires that the subscriber base of competing MVPDs (other than the largest MVPD) exceeds 15 percent of franchise area households. The Commission’s rules provide that once the first prong of the Competing Provider Test is satisfied (as it is with the DBS service offerings in this case) the subscribers of *all* qualifying MVPDs count toward the 15 percent penetration figure necessary for a

¹⁶ See 47 U.S.C. § 543(1)(1)(B)(i); 47 C.F.R. § 76.905(b)(2)(i).

¹⁷ 47 C.F.R. § 76.905(g).

¹⁸ See, e.g., *Comcast Cablevision of Maryland, Inc., Petitions for Determination of Effective Competition (Charles County, MD)*, 19 FCC Rcd. 7130, ¶ 4 (2004) (“We find that the programming of DBS providers satisfies the Commission’s program comparability criterion because DBS providers offer more than 12 channels of video programming, including more than one non-broadcast channel.”).

¹⁹ See Channel Line-ups of DirecTV and Dish Network, attached hereto as Exhibit 1.

²⁰ See Comcast Channel Line-up, attached hereto as Exhibit 2.

determination of effective competition (even if they are not available themselves to more than 50 percent of local households).²¹ Verizon offers competing cable service in the communities of Bordentown (City) and Bordentown (Township).²² Accordingly, the Competing Provider subscriber tallies presented in this Petition for these Franchise Areas include subscribers from Verizon,²³ as well as from the two major DBS providers. The resulting penetration figures easily exceed the 15 percent threshold in each of the Franchise Areas:

Bordentown (City)	43.41%
Bordentown (Township)	41.34%

Because DBS Providers track their subscribers according to the zip codes where each subscriber resides (rather than by political jurisdiction), Comcast relied on ZIP+4 codes associated with each of the Franchise Areas to determine the number of local DBS subscribers. The Commission has previously accepted the use of a ZIP+4 analysis as “reasonable and sufficiently reliable for purposes of determining the presence of effective competition,”²⁴ and has stated its preference for this approach.²⁵

²¹ See 47 C.F.R. § 76.905(f) (Emphasis added); see also *Time Warner Entertainment Co., L.P. et al. v. FCC*, 56 F.3d 151 (D.C. Cir. 1995) (holding that the subscribers of all MVPDs, other than the largest MVPD, may be aggregated to satisfy the 15 percent threshold).

²² Verizon’s “comparable” channel lineup is set forth in Exhibit 3.

²³ Comcast obtained Verizon’s subscribership data for the Franchise Areas directly from Verizon, and such data was provided to Comcast on the condition that Comcast seek confidential treatment with respect to such information. Thus, Comcast submits Verizon’s subscriber figures for the Franchise Areas as **Confidential Exhibit 4** to this Petition (with a redacted version attached).

²⁴ See *Cable One, Inc. Petition for Determination of Effective Competition in Pocatello, Idaho*, 18 FCC Rcd. 12792, ¶ 8 (2003), quoting *Falcon Cable Systems II, a California Limited Partnership, d/b/a Charter Communications Petition for Determination of Effective Competition in Twelve Oregon Cities*, 17 FCC Rcd. 4648 (2002).

²⁵ See Public Notice, “Commission Announces New Standards for Showings of Effective Competition For Cable Service,” 23 FCC Rcd. 12067 (2008). The Commission stopped short of requiring ZIP+4 evidence in effective competition cases. See Public Notice, “Commission

To determine the relevant ZIP+4 codes for the Franchise Areas, Comcast contacted Media Business Corp. (“MBC,” previously known as “SkyTrends”). MBC has developed a process to accurately identify the ZIP+4 codes that correspond with the political boundaries of a particular community. This process utilizes enhanced mapping software that correlates ZIP+4 codes with the U.S. Census Department’s “block group” level households. The “block group” measurement is the most precise Census tool available to measure households within a very small geographical area. With this software, MBC was able to identify the ZIP+4 codes that lie within each of the Franchise Areas.²⁶

Comcast next provided all of the ZIP+4 codes for the Franchise Areas to the Satellite Broadcasting and Communication Association (“SBCA”). SBCA is the national trade association representing the two major DBS Providers, and it has assumed the responsibility for compiling subscribership data and responding to data requests from cable operators and franchising authorities engaged in effective competition proceedings. The DBS subscriber numbers reported in the attached Effective Competition Tracking Reports (“ECTR”) from SBCA reflect the total DBS subscribers within the individual ZIP+4 codes associated with each of the Franchise Areas.²⁷

Clarifies Standards for Evidence of Competing Provider Effective Competition for Cable Service,” DA 09-1361, 24 FCC Rcd. 8198 (2009).

²⁶ See Letter from MBC (explaining ZIP+4 methodology), attached hereto as Exhibit 5.

²⁷ See **Confidential Exhibit 6**. This exhibit includes all of the relevant ZIP+4 data relied on in the Petition and the total ZIP+4-based DBS subscribership for each of the Franchise Areas. Comcast is providing a redacted version of this exhibit, which excludes the DBS subscribership numbers corresponding to the Bordentown (City) and Bordentown (Township) Franchise Areas, in order to present the *aggregate* DBS and Verizon subscriber penetration figures and still maintain the confidential nature of the Verizon subscribership tallies for these communities.

Comcast compared the subscribership figures reported by SBCA and Verizon with its own subscribership, and was able to confirm that its own subscribership exceeded DBS and exceeded Verizon subscribership in each of the Franchise Areas.

To determine whether the combined DBS and Verizon subscribership exceeds the statutorily mandated 15 percent threshold in the Franchise Areas, Comcast compared the Competing Providers' combined subscribership to the most recent U.S. Census occupied household unit figures for each community.²⁸ This comparison yields the aggregate penetration rates for Competing Providers in each of the Franchise Areas.

As detailed in **Confidential Exhibit 8**, the *aggregate* subscriber penetration rates for the DBS Providers and Verizon in the Franchise Areas, easily exceed the 15 percent threshold required under Section 623(1)(l)(B) of the Act.²⁹ Accordingly, Comcast meets the second prong of the Competing Provider Test in each of the Franchise Areas.

Because Comcast meets both prongs of the Competing Provider Test in the Franchise Areas, it faces effective competition in each of the Franchise Areas.

CONCLUSION

Comcast has demonstrated herein that it is subject to effective competition in each of the two Franchise Areas under the Competing Provider Test. Based on the evidence presented herein, Comcast respectfully requests that the Media Bureau issue an order acknowledging the

²⁸ See Exhibit 7.

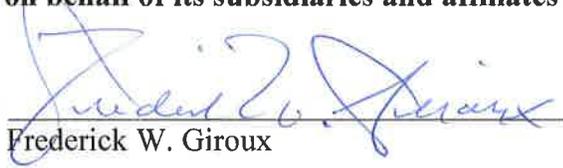
²⁹ See **Confidential Exhibit 8**. This exhibit includes the combined DBS and Verizon subscribership and penetration figures for the Bordentown (City) and Bordentown (Township) Franchise Areas. As noted above, at Verizon's request, Comcast is seeking confidential treatment with respect to the Verizon subscribership data for these Franchise Areas. Accordingly, Comcast is providing a redacted version of this exhibit, which excludes the DBS and Verizon subscribership numbers associated with the Bordentown (City) and Bordentown (Township) Franchise Areas, in order to present the *aggregate* DBS and Verizon subscriber penetration figures and still maintain the confidential nature of the Verizon subscribership figures for these communities.

presence of effective competition in each of the two New Jersey Franchise Areas as of filing date of this Petition.

Respectfully submitted,

Comcast Cable Communications, LLC
on behalf of its subsidiaries and affiliates

By:


Frederick W. Giroux

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(202) 973-4200

June 13, 2012

Its Attorneys

CERTIFICATION PURSUANT TO 47 C.F.R. § 76.6(a)(4)

The below-signed signatory has read the foregoing Petition for Special Relief, and to the best of my knowledge, information and belief formed after reasonable inquiry, it is well grounded in fact and is warranted by existing law or a good faith argument for the extension, modification or reversal of existing law; and is not interposed for any improper purpose.

Respectfully submitted,

**Comcast Cable Communications, LLC
on behalf of its subsidiaries and affiliates**

By:


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Its Attorney

June 13, 2012

DECLARATION OF WARREN FITTING

I, Warren Fitting, declare, under penalty of perjury that:

1. I am the Senior Director of Regulatory Accounting for Comcast Cable Communications, LLC ("Comcast").
2. I have read the foregoing Petition for Special Relief ("Petition") and am familiar with the contents thereof and the matters referred to therein.
3. I have reviewed Comcast's respective cable subscriber numbers for the Franchise Areas at issue in this Petition, the DBS subscriber numbers provided by SBCA for the individual Franchise Areas, and the Verizon subscriber numbers as described in the Petition. Comcast is the largest multichannel video program provider in each of the Franchise Areas – Bordentown (City) and Bordentown (Township).
4. The facts contained within the Petition are true and correct to the best of my knowledge, information and belief.

May 22, 2012
Date

Warren O. Fitting
Warren Fitting

EXHIBIT 4

Giroux, Fred

To: Frederick W. Giroux (FredGiroux@dwt.com)
Subject: FW: Request for Verizon Subscriber Figures For Certain New Jersey Communities
Attachments: Community & Sub #s.pdf

From: Edgington, M Eric (Eric) [<mailto:eric.edgington@verizon.com>]
Sent: Wednesday, November 02, 2011 5:27 PM
To: Giroux, Fred
Subject: RE: Request for Verizon Subscriber Figures For Certain New Jersey Communities

Fred,

Subject to the below terms, attached is the Verizon subscriber information for those NJ communities listed in the attachment to your original e-mail in which Verizon currently has subscribers.

As we discussed, you will notify me should you making any filing under note number 3 below.

Eric Edgington

Associate General Counsel

Ofc. 813.483.2618

Fax. 813.204.8870

NEW JERSEY COMMUNITIES	SUB #s
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Verizon Proprietary and Confidential

Bordentown City
Bordentown Township

EXHIBIT 1



PREMIER package
285+ digital channels

Print channels for ZIP Code 17303 (No locals available)

PRINT

EN ESPAÑOL

ONCE México*	447	V-me*	440	mun2	410
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NATIONALS

3net (HD)	HD 107	Disney Channel (West)	291	Hope*	368	RFD TV	345
A&E	HD 265	Disney XD	HD 292	INSP	364	ReelzChannel	238
ABC Family	HD 311	Documentary Channel	267	ION Television	305	SOAPnet	262
American Movie Classics (AMC)	HD 254	E! Entertainment	236	ION Television West	347	Science Channel	HD 284
Animal Planet	HD 282	ESPN	HD 206	Independent Film Channel (IFC)	559	ShopNBC	316
Audience Network	HD 239	ESPN 3D (HD)	HD 106	Investigation Discovery (ID)	285	Speed Channel	HD 607
BBC America	264	ESPN2	HD 209	Jewelry Television	313	Spike	HD 241
BYU-TV	374	ESPNNEWS	HD 207	Jewish Life Television*	366	Style	235
Big Ten Network	HD 610	ESPNU	HD 208	Lifetime	HD 252	Syfy Channel	HD 244
Biography Channel	HD 266	EWTN	370	Lifetime Movie Network	253	TBS	HD 247
Black Entertainment Television (BET)	HD 329	Enlace Christian Television*	448	LinkTV	375	TCT Network	377
Bloomberg Television	353	FUEL TV	HD 618	Logo	272	TNT	HD 245
Boomerang	298	FX	HD 248	MHz WORLDVIEW*	2183	TV Guide Network	273
Bravo	HD 237	Food Network	HD 231	MLB Network	HD 213	TV Land	304
CBS Sports Network	HD 613	Fox Business Network	HD 359	MSNBC	HD 356	TV One	328
CCTV-9	2053	Fox Movie Channel	258	MTV	HD 331	TeenNick	303
CMT	HD 327	Fox News Channel	HD 360	MTV2	333	Tennis Channel	HD 217
CNBC	HD 355	Free Speech TV*	348	Military Channel	287	The Hub	294
CNBC World	357	Fuse	339	NASA TV	289	The Learning Channel	HD 280
CNN	HD 202	GEM NET (Global Expansion Media Network)*	2068	NBA TV	HD 216	The Sportsman Channel	605
CSPAN 1	350	GOD TV	365	NFL Network	HD 212	The Word Network	373
CSPAN 2	351	GSN, the network for games	233	NHL Network	HD 215	Travel Channel	HD 277
Cartoon Network (East)	HD 296	Galavision	404	NRB	378	Trinity Broadcasting Network (TBN)	372
Cartoon Network (West)	297	Go!TV HD English	HD 620	Nat Geo WILD	283	TruTV	246
Centric	330	Golden Eagle Broadcasting*	363	National Geographic Channel	HD 276	Turner Classic Movies (TCM)	256
Chiller	257	Golf Channel	HD 218	Nick Jr.	301	USA Network	HD 242
Christian Television Network (CTN)	376	Gospel Music Channel	338	Nickelodeon (East)	HD 299	Univision	402
Church Channel	371	Great American Country	326	Nickelodeon (West)	300	VH1	HD 335
Cloot	308	H2	271	Nicktoons Network	302	VH1 Classic	337
Comedy Central	HD 249	HD Theater	HD 281	OWN	279	Versus	HD 603
Cooking Channel	232	HDNet	HD 306	Ovation TV	274	WE: Women's Entertainment	260
Current TV	358	HITN*	438	Oxygen	251	WGN America	HD 307
DIY Network	230	Hallmark Channel	HD 312	PBS	0	Weather Channel	HD 362
Daystar	369	Headline News	204	PBS Kids Sprout	295	World Harvest Television	367
Discovery Channel	HD 278	History Channel	HD 269	Planet Green	HD 286	n3D	HD 103
Discovery Fit & Health	261	Home & Garden Television (HGTV)	HD 229	Pursuit Channel	608		
Disney Channel (East)	HD 290	Home Shopping Network	240	QVC	275		

PREMIUMS

5STARMAX HD East	HD 520	FLIX ON DEMAND®	1557	MoreMAX	HD 517	STARZ® ON DEMAND	1527
@MAX HD East	HD 523	FOX Deportes	624	Outdoor Channel	606	Showtime Beyond HD	HD 550
ActionMAX HD	HD 519	Flix	557	SHOWTIME	HD 545	Showtime Next HD	HD 551
Cinemax East	HD 515	Fox Soccer Channel	HD 619	SHOWTIME (West)	HD 546	Showtime Women HD	HD 552
Cinemax West	HD 516	Go!TV	620	SHOWTIME 2	HD 547	Sundance Channel	558
ENCORE (East)	HD 535	HBO (East)	HD 501	SHOWTIME Extreme	HD 549	Sundance ON DEMAND	1558
ENCORE (West)	536	HBO (West)	HD 504	SHOWTIME ON DEMAND	1545	THE MOVIE CHANNEL™ ON DEMAND	1554
ENCORE Action	541	HBO 2 (East)	HD 502	SHOWTIME Showcase	HD 548	TMC Xtra HD East	HD 556
ENCORE Drama	540	HBO 2 (West)	505	STARZ (East)	HD 527	TVG - The Interactive Horseracing Network	602
ENCORE Family	542	HBO Comedy HD	HD 506	STARZ (West)	HD 528	The Movie Channel	HD 554

PREMIUMS

ENCORE Love	537	HBO Family (East)	HD 507	STARZ Cinema HD	HD 531	The Movie Channel	555
ENCORE Suspense	539	HBO Family (West)	508	STARZ Comedy HD	HD 526	(West)	
ENCORE Westerns	538	HBO Latino	HD 511	STARZ Edge	HD 529	ThrillerMAX HD	HD 522
ENCORE ON DEMAND	1535	HBO Signature	HD 503	STARZ InBlack	HD 530	WMAX HD East	HD 521
ESPN Classic Sports	614	HBO Zone HD	HD 509	STARZ Kids & Family HD	HD 525		

REGIONAL SPORT NETWORKS

Altitude Sports & Ent. 681	HD 681	FS Arizona	HD 686	FS South Plus (2)	HD 648	ROOT SPORTS Rocky Mountain	HD 683
Altitude Sports Alternate 682	HD 682	FS Cincinnati	HD 661	FS Southwest	HD 676	SportSouth	HD 649
CSN Bay Area	HD 696	FS Detroit	663	FS Southwest Plus	HD 677	SportSouth Plus	HD 650
CSN Bay Area Alternate 697	HD 697	FS Detroit Plus	HD 664	FS West	HD 692	SportsNet New York 639	HD 639
CSN California	HD 698	FS Florida	HD 654	MASN 640	HD 640	SportsTime Ohio 662	HD 662
CSN California alt 699	699	FS Florida Plus	HD 655	MSG Plus 635	HD 635	Sun Sports	HD 653
CSN Chicago Alt. #2	667	FS Midwest	HD 671	Madison Square Garden 634	HD 634	Sun Sports Plus	HD 656
CSN MidAtlantic Alt.	HD 643	FS North	HD 668	NESN 628	HD 628	Yankee Ent. & Sports (YES) 631	HD 631
CSN MidAtlantic 642	HD 642	FS Ohio	HD 660	Prime Ticket	HD 694		
CSN New England 630	HD 630	FS South	HD 646	ROOT SPORTS Northwest	HD 687		
Comcast SportsNet Chicago 665	HD 665	FS South Plus	HD 647	ROOT SPORTS Pittsburgh	HD 659		

SATELLITE RADIO

SONICTAP: 60's Revolution	803	SONICTAP: College Rock	831	SONICTAP: Italian Bistro Blend	881	SONICTAP: Regional Mexican	873
SONICTAP: 70's Hits	804	SONICTAP: Dance	859	SONICTAP: Italian Contemporary	882	SONICTAP: Retro Disco	845
SONICTAP: 8-Tracks	840	SONICTAP: Familiar Favorites	880	SONICTAP: Jazz	852	SONICTAP: Rock en Espanol	878
SONICTAP: 80's Hits	805	SONICTAP: Fiesta Tropical	870	SONICTAP: Latin Hits	871	SONICTAP: Salsa	874
SONICTAP: 90's Hits	806	SONICTAP: Flashback/New Wave	839	SONICTAP: Latin Jazz	879	SONICTAP: Showtunes	823
SONICTAP: Adult Alternative	832	SONICTAP: Folk Rock	813	SONICTAP: Light Classical	866	SONICTAP: Silky Soul	843
SONICTAP: Adult Contemporary	821	SONICTAP: Full Metal Jacket	830	SONICTAP: Love Songs	819	SONICTAP: Silver Screen	822
SONICTAP: Alternative	834	SONICTAP: Gospel Glory	827	SONICTAP: Malt Shop Oldies	802	SONICTAP: Singer-Songwriters	836
SONICTAP: Bailamos!	869	SONICTAP: Great Standards	855	SONICTAP: Mariachi	876	SONICTAP: Smooth Jazz	851
SONICTAP: Be-Tween	867	SONICTAP: Groove Lounge	824	SONICTAP: Metro Blend	853	SONICTAP: Soft Hits	849
SONICTAP: Beautiful Instrumentals	820	SONICTAP: Hair Guitar	829	SONICTAP: Modern Country	814	SONICTAP: Spike	841
SONICTAP: Big Band/Swing	801	SONICTAP: Hallelujah	828	SONICTAP: Modern Workout	860	SONICTAP: SubTerranean	858
SONICTAP: Bluegrass	812	SONICTAP: Hit Country	809	SONICTAP: Musica De Las Americas	872	SONICTAP: Symphonic	864
SONICTAP: Blues	854	SONICTAP: Holidays & Happenings	815	SONICTAP: New Age	856	SONICTAP: The Boombbox	846
SONICTAP: Carnaval Brasileiro	877	SONICTAP: Honky Tonk Tavern	811	SONICTAP: Old School Funk	844	SONICTAP: The Playground	868
SONICTAP: Classic Hits Blend	837	SONICTAP: Hot Jamz	825	SONICTAP: PUMP!	861	SONICTAP: The Spirit	826
SONICTAP: Classic Jazz Vocal Blend	850	SONICTAP: Hottest Hits	818	SONICTAP: Piano	865	SONICTAP: Today's Hits	816
SONICTAP: Classic R&B	842	SONICTAP: Hurbano	875	SONICTAP: Rat Pack	807	SONICTAP: Traditional Country	808
SONICTAP: Classic Rock	833	SONICTAP: Hype	847	SONICTAP: Reality Bites	838	SONICTAP: Tranquility	884
SONICTAP: Classic Rock Workout	862	SONICTAP: Ink'd	835	SONICTAP: Red, Rock and Blues	810	SONICTAP: Y2k Hits	817
SONICTAP: Coffeehouse Rock	848	SONICTAP: Irish	883	SONICTAP: Reggae	863	SONICTAP: Zen	857

LOCALS

WGAL (NBC)	HD 8	WHTM (ABC)	HD 27	WLYH (CW)	15	WPMT (FOX)	HD 43
WHP (CBS)	HD 21	WITF (PBS)	HD 33				

*The following channels require a special dish or equipment: MHz, GEM NET, Hope Channel, JLTV, Once, HITN, Y-Me, Enlace, Golden Eagle Broadcasting, and Free Speech TV. Please call 1-800-531-5000 for more information.

Channels & Packages

America's Top 120 with HD

America's Top 120 includes channels listed below. **HD** indicates channels available in both standard and high definition, except where noted as HD only.

A&E	118	ION (V-E)	216
ABC	180	ION (V-E)	217
ABC Family	219	JTV Jewelry Television	221
ALIVE	262	LIFE (V-E)	222
ANGEL	266	M&M	220
ANGL2	502	MTV	223
BTV	221	MTV2	224
BUY	176	NICK	225
TOON	177	NICK (E)	226
TOONW	177	NICK (W)	227
CGTV-E	884	NICK at Nite (W)	228
CGNEW	285	REF	229
CHRG	285	REF Channel	230
CHURCH	285	REF Channel	231
GMT	168	SHOP	232
CNBC	200	SHOW	233
GNB	200	SHOW	234
GNW	200	SHOW	235
GMIDY	107	SON Life Broadcasting Network	236
CSPAN2	211	SPRKE	237
DYSTR	263	SYFY	238
DISC	182	TBS	239
DISE	172	TLC	240
DISW	173	TLC	241
DOC	187	TRV	242
ESPN	114	TV	243
ESPN2	140	TV Guide Network	244
ESPN3	144	TYND	245
ESPN4	144	USA	246
ESPN5	144	VH1	247
ESPN6	144	W	248
ESPN7	144	W	249
ESPN8	144	W	250
ESPN9	144	W	251
ESPN10	144	W	252
ESPN11	144	W	253
ESPN12	144	W	254
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ESPN315	144	W	557
ESPN316	144	W	558
ESPN317	144	W	5

EXHIBIT 2

Comcast Channel Lineup

Effective June 1, 2012



Comcast of Burlington County

Beverly Bordentown City Bordentown Township	Burlington City Burlington Township Cinnaminson	Delanco Delran Edgewater Park	Palmyra Riverside Riverton	Westampton Willingboro
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1 On Demand	64 Golf Channel	142 MTV Jams	215 HBO HD†	312 HBO2 HD†
2 QVC	65 Bravo	143 VH1 Classic	216 Food Network HD†	315 Movies On Demand
3 CBS 3 (KYW, Phila.)	66 GSN	144 VH1 Soul	217 History Channel HD†	316 HBO Zone HD†
4 C-SPAN	67 MTV	145 CMT Pure Country	218/218 NFL Network HD†	317 HBO Latino HD†
5 HSN	68 Animal Planet	146 CMT	219 Cinemax HD†	319 Cinemax HD†
6 ABC (WPVI, Phila.)	69 EWTN	147 GAC	220 TBS HD†	320 Cinemax
8 Comcast Network	70 WGN	148 Fuse	221 CNN HD†	321 MoreMAX
9 The Weather Channel	71 INSP	149 MoviePlex	222 USA HD†	322 Cinemax West
10 NBC 10 (WCAU, Phila.)	72 Comedy Central	150 Encore	223 Showtime HD†	324 ActionMAX
11 ESPN	73 truTV	152 Encore Action	224 Discovery HD†	325 ThrillerMAX
12 WHYY (PBS, Phila.)	77 OWN	154 Encore Suspense	225 TLC HD†	327 WMAX
13 CW Philly 57 (WPSG, Phila.)	82 [96] WFMZ	155 Ovation	226 Syfy HD†	328 @MAX
14 CNBC	94 TV Guide Entertainment scrolling guide	156 Encore Love	227 Starz! HD†	329 5StarMAX
15 Fox News Channel	95 ShopNBC*	157 Hallmark Movie Channel	230 Animal Planet HD†	330 OuterMAX
16 BET	98 EWTN	158 Encore Drama	231 6 ABC HD (WPVI HD, Phila.)†	339 Showtime HD†
17 PHL 17 (WPHL, Phila.)	99 G4	160 Encore Westerns	232 NBC 10 HD (WCAU HD, Phila.)†	340 Showtime
18 WGTW (TBN)	100 TV Guide Entertainment full screen, no scroll	161 Reelz	233 CBS 3 HD (KYW HD, Phila.)†	341 Showtime2
19 ION Television (WPPX, Phila.)	101 Weatherscan Local	162 G4	234 Fox 29 HD (WTFX HD, Phila.)†	342 Showtime Showcase
20 MiND (WYBE, Phila.)	102/102 ESPNNews	163 LOGO	235 PHL 17 HD (WPHL HD, Phila.)†	346 Showtime Beyond
21 ESPN2	103 Bloomberg TV	164 IFC	236 CW Philly 57 HD (WPSG HD, Phila.)†	347 Showtime Extreme
22 TBS	104 C-SPAN2	165 Sundance	239 Disney Channel HD†	350 TMC
23 NJTV	105 C-SPAN3	166 FEARnet On Demand^	240 WHYY HD (PBS HD, Phila.)†	352 TMC Xtra
24 Fox 29 (WTFX, Phila.)	106 Fox Business Network	167 IndiPlex	245 Live Well HD (WPVI HD, Phila.)†	369 Starz! HD†
25 WTVE	107 Current TV	168 RetroPlex	246 Live Well (WPVI, Phila.)	370 Starz!
26 TLC	108 Nat Geo Wild	170 Flix	248 Philly Non-Stop (WCAU, Phila.)	371 Starz! Edge
27 Nickelodeon	109 National Geographic Channel	171 BBC World News	249 Me-TV Network (WFMZ, Phila.)	372 Starz! In Black
28 Local Programming	110 Science Channel	173- TV One	250 This TV (WPHL, Phila.)	373 Starz! Kids & Family
29 Lifetime	111 Investigation Discovery	174 Centric	251 Telefutara (WFGA, Phila.)	374 Starz! Cinema
30 HLN	112 Military Channel	175 RLTV	252 Antenna TV (WPHL, Phila.)	375 Starz! Comedy
31 Univision (WUVP, Phila.)	113 Destination America	179 GSN	253 Tango Traffic (WPHL, Phila.)	401 Hit List
32 WMCN	114 BBC America	180/180 NFL Network	257 Y Arts (WHYY, Phila.)	402 Hip-Hop and R&B
33 A&E	115 bio.	181 Discovery Fit & Health	258 Y Info (WHYY, Phila.)	403 MC Mixtape
34 Comcast SportsNet	116 H2	184 Jewelry TV	261 NJTV1	404 Dance/Electonica
35 Telemundo (WWSI, Phila.)	117 WE tv	185 AMC HD†	262 Bounce TV (WMCN, Phila.)	405 Rap
36 TV Land	119 Lifetime Movie Network	187 truTV	263 RT (WYBE, Phila.)	406 Hip-Hop Classics
37 TNT	120 Disney Junior	188 Travel Channel	264 France 24 (WYBE, Phila.)	407 Throwback Jamz
38 History Channel	121 DIY	189 gmc	265 NHK World (WYBE, Phila.)	408 R&B Classics
39 Discovery Channel	122 The Cooking Channel	190 Leased Access	268 Azteca (WZPA, Phila.)	409 R&B Soul
40 AMC	123 Oxygen	191/191 MLB Network HD†	271 WFMZ HD†	410 Gospel
41 TCM	125 Baby First	194 Smithsonian	272 ION Television HD (WPPX HD, Phila.)†	411 Reggae
42 Syfy	128 Sprout	195 ABC Family HD†	274 NFL RedZone HD†	412 Classic Rock
43 USA	129 Nicktoons	200 Comcast SportsNet HD†	282 Jewelry TV	413 Retro Rock
44 MSNBC	130 The Hub	201 Comcast Network HD†	283 ShopNBC	414 Rock
45 VH1	131 Nick Jr.	202 ESPN HD†	287 Daystar	415 Metal
46 CNN	132 Nick 2	203 ESPN2 HD†	298 Free Movies On Demand	416 Alternative
54 Style	133 TeenNick	204 TNT HD†	299 HBO On Demand	417 Classic Alternative
55 Food Network	134 Encore Family	205 Velocity HD†	300 HBO HD†	418 Adult Alternative
56 E!	135 Disney XD	206 NBC Sports Network HD†	301 HBO	419 Soft Rock
57 Spike	136 Disney Channel	207 Golf Channel HD†	302 HBO2	420 Pop Hits
58 Speed	137 Hallmark Channel	208 Universal HD†	303 HBO Signature	421 90's
59 NBC Sports Network	139 MTV Hits	209 Palladia HD†	304 HBO Family	422 80's
60 FX	140 MTV2	210 National Geographic Channel HD†	305 HBO Comedy	423 70's
61 ABC Family	141 MTV Tr3s: MTV, Musica y Mas	211 A&E HD†	306 HBO West	424 Solid Gold Oldies
62 Cartoon Network		213 HGTV HD†	310 HBO Zone	425 Party Favorites
63 HGTV		214 HD Pay-Per-View†	311 HBO Latino	426 Stage & Screen

KEY

- LIMITED BASIC¹**
- EXPANDED SERVICE²**
- DIGITAL PREFERRED TIER⁵**
- PREMIUM³**
- SELECTO³**
- MULTILATINO³**
- INTERNATIONAL PREMIUMS³**
- SPORTS ENTERTAINMENT PACKAGE⁵**
- ON DEMAND⁴**
- PAY-PER-VIEW⁴**
- MUSIC CHOICE^{®4}**

¹ All channels require a CableCard, digital converter, digital adapter or digital ready television in certain areas.

² Channels require a CableCard, digital converter, digital adapter, 3D capable equipment or subscription to the HD Technology fee is required to view.

³ Channels require a CableCard, digital converter or subscription to the HD Technology fee is required to view.

⁴ A CableCard, digital converter or subscription to the HD Technology fee is required to view.

⁵ Channels require a CableCard, digital converter or subscription to the HD Technology fee is required to view. Minimum subscription to Digital Starter required.

† HDTV broadcast signals are included with subscription to Limited Basic Service. To receive HDTV signals provided by the Company, HDTV capable television set (not provided by the Company) and/or an HDTV capable digital converter are required. To receive Expanded Basic, Digital Preferred Tier, Sports Entertainment Package or Premium HDTV signals, a subscription to that service and subscription to HD Technology fee is required. A digital converter, HDTV converter and/or subscription to HD technology fee is required to view On Demand programming.

[] Channels in brackets are for cable-ready TV sets

^ Minimum subscription of Digital Starter Required.

* Minimum subscription of Digital Preferred Required.

Subscription to a premium service and a digital converter are required in order to receive multiple screens and On Demand programming for that same premium service. Certain On Demand programming may require a subscription to other levels of service. The listed programs, packages, services, channel numbers, content, format and other aspects of Comcast's service are its current offerings and are subject to change or discontinuance at any time in accordance with applicable law. Federal law requires subscription to Limited Basic Service to receive any other level of video service. Other restrictions apply.

For questions, call 1-800-COMCAST.

- | | | | |
|--|--|--|--|
| <p>427 Kidz Only!
 428 Toddler Tunes
 429 Today's Country
 430 True Country
 431 Classic Country
 432 Contemporary Christian
 433 Sounds of the Season
 434 Soundscapes
 435 Smooth Jazz
 436 Jazz
 437 Blues
 438 Singers & Swing
 439 Easy Listening
 440 Classical Masterpieces
 441 Lite Classical
 442 Musica Urbana
 443 Pop Latino
 444 Tropicales
 445 Mexicana
 446 Romances
 488 Free HD Movies†
 490 Premium Channels HD†
 491 Music HD†
 500 On Demand Previews*
 501 iNDEMAND 1 - PPV
 502 iNDEMAND 2 - PPV
 503 iNDEMAND 3 - PPV
 504 HD Pay-Per-View†
 540 Adult On Demand
 544/544 Playboy
 547 TEN
 549 Penthouse TV
 561 Univision (WUVP, Phila.)
 563 Telefutera (WFWA, Phila.)
 565 Telemundo (WWSI, Phila.)
 567/567/567 Galavision
 568 Azteca (WZPA, Phila.)
 570/570 CNN en Español
 571 Sur TV
 575/575 Discovery en Español
 577/577 History en Español
 578 Infinito
 579 HITN
 584/584 Fox Deportes
 585/585 ESPN Deportes
 586/586 GOL TV
 590/590 Disney XD Español
 591 Discovery Familia
 592 ¡Sorpresa!
 597 EWTN en Español
 598 La Familia
 599 TBN Enlace
 601 Mexicana
 602 Canal 52MX
 604 TeleFórmula
 605 Multimedios
 606 CBTV Michoacan
 607 Once TV
 608 Mexico 22
 611/611 WAPA America
 618 TVE
 626 La Tele Novela
 630/630/630 MTV Tr3s: MTV Musica y Mas
 631/631/631 mun2
 633 Telehit
 635 Ritmoson Latino</p> | <p>636 Bandamax
 637 Videorola
 639 HTV Música
 641 De Película
 642 De Película West
 643 De Película Clásico
 644 De Película Clásico West
 645/645 Cine Mexicano
 646 Cine Mexicano West
 647/647 Cine Latino
 649/649 Viendo Movies
 651 Gran Cine
 689 Neo Cricket
 701-706 iNDEMAND PPV Sports Packages
 714 Big Ten Network Xtra 1
 715 Big Ten Network
 718 TV Games
 720 Fox College Sports (Atlantic)
 721 Fox College Sports (Central)
 722 Fox College Sports (Pacific)
 723 ESPN Classic
 725 Fox Soccer Channel
 726 GOL TV
 728 Outdoor Channel
 730/730 ESPN U
 731/731 NBA TV
 732/732 CBS Sports Network
 733/733 NFL Network
 734 NFL RedZone
 735 Tennis Channel
 736 Sportsman
 738/738 MLB Network
 739/739 NHL Network
 749/749 NBA TV
 751-760 iNDEMAND PPV Sports Packages
 771-784 iNDEMAND PPV Sports Packages
 785 HD Pay-Per-View†
 790 Live Well HD (WPVI HD, Phila.)†
 792 WFMZ HD†
 795 Univision HD (WUVP HD, Phila.)†
 796 Telemundo HD (WWSI HD, Phila.)†
 799 ION Television HD (WPPX HD, Phila.)†
 800 NJTV HD†
 801 HD On Demand†
 803 CBS 3 HD (KYW HD, Phila.)†
 804 HSN HD†
 805 Fox 29 HD (WTFX HD, Phila.)†
 806 6 ABC HD (WPVI HD, Phila.)†
 807 PHL 17 HD (WPHL HD, Phila.)†
 808 QVC HD†
 810 NBC 10 HD (WCAU HD, Phila.)†
 811 CW Philly 57 HD (WPSG HD, Phila.)†
 812 WHYH HD (PBS HD, Phila.)†
 814 WGN HD†
 815 The Weather Channel HD†
 816 HLN HD†
 817 CNN HD†
 818 MSNBC HD†
 819 CNBC HD†
 820 Fox News Channel HD†
 821 Fox Business Network HD†
 822 Universal HD†
 823 USA HD†
 824 FX HD†</p> | <p>825 TNT HD†
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 828 Comedy Central HD†
 829 Syfy HD†
 830 Hallmark Channel HD†
 831 A&E HD†
 832 Bravo HD†
 833 E! HD†
 834 Style HD†
 835 Lifetime HD†
 836 WE tv HD†
 837 TLC HD†
 838 HGTV HD†
 839 Food Network HD†
 840 Travel Channel HD†
 841 truTV HD†
 847 Comcast SportsNet HD†
 848 NBC Sports Network HD†
 849 Golf Channel HD†
 850 ESPN HD†
 851 ESPN2 HD†
 852/852 ESPNews HD†
 853/853 ESPN U HD†
 854/854 CBS Sports Network HD†
 855 Big Ten Network HD†
 856 Comcast Network HD†
 857 Speed HD†
 858/858 NHL Network HD†
 859/859 MLB Network HD†
 860/860 NFL Network HD†
 861 NFL RedZone HD†
 862 Tennis Channel HD†
 863/863 NBA TV HD†
 865 TV One HD†
 866 BET HD†
 867 G4 HD†
 868 Animal Planet HD†
 869 Discovery Channel HD†
 870 Velocity HD†
 871 National Geographic Channel HD†
 872 Science Channel HD†
 873 Destination America HD†
 874 bio. HD†
 875 History Channel HD†
 876 H2 HD†
 877 Disney XD HD†
 878 Cartoon Network HD†
 879 Nickelodeon HD†
 880 Disney Channel HD†
 881 ABC Family HD†
 882 Palladia HD†
 883 CMT HD†
 884 MTV HD†
 885 Fuse HD†
 886 VH1 HD†
 887 gmc HD†
 888 Spotlight Showcase On Demand
 889 AMC HD†
 890 TCM HD†
 891 Encore HD†
 892 MGM HD†
 893 IFC HD†
 894 Hallmark Movie Channel HD†
 895 Lifetime Movie Network HD†</p> | <p>899 Investigation Discovery HD†
 965 Gavel To Gavel/Jewelry TV
 980 ESPN 3D
 981 XFINITY 3D
 986 Searchlight Entertainment
 987 Searchlight Shop
 989 Searchlight Automotive
 990 Searchlight
 991 Searchlight Travel & Leisure
 992 Searchlight Jobs By Monster
 993 Searchlight
 1216 Bloomberg TV HD†
 1217 C-SPAN HD†
 1225 BBC America HD†
 1262 Nat Geo Wild HD†
 1265 Smithsonian HD†
 1316 TV Guide Entertainment HD†
 1318 EWTN HD†
 1325 GSN HD†
 1334 Oxygen HD†
 1345 Ovation HD†
 1368 Galavision HD†
 1505 Sprout HD†
 1511 The Hub HD†
 1512 Fox Soccer Channel HD†
 1513 GOL TV HD†
 1630 Outdoor Channel HD†
 1631 Sportsman HD†</p> |
|--|--|--|--|

Family Tier -
 Includes C-SPAN, C-SPAN2, The Hub, Disney Channel, Disney XD, DIY, Food Network, HGTV, HLN, Nickelodeon, National Geographic Channel, Sprout, TeenNick, Science Channel, The Weather Channel and, where available, TBN.

Digital Economy -
 Includes Limited Basic Service, HD broadcast channels, A&E, AMC, Animal Planet, BET, Cartoon Network, CNN, Comedy Central, C-SPAN, C-SPAN2, Discovery Channel, E!, EWTN, Food Network, Fox News Channel, Hallmark Channel, History Channel, HSN, QVC, Jewelry TV, Lifetime, H2, TV Guide Entertainment, TV Land, USA, The Weather Channel, and, where available, TBN and WGN. Package also includes the corresponding HD channels (HDTV equipment is required to view Digital Economy HD channels).

MultilLatino Max -
 Includes Digital Economy, MultilLatino, Bravo, ESPN, ESPN2, Golf Channel, Lifetime Movie Network, MTV, Nickelodeon, Sprout, Syfy, TBS, TLC, TNT, NBC Sports Network, VH1, Comcast SportsNet and all associated regional sports overflow channels.

MultilLatino Ultra -
 Includes all channels available with MultilLatino Max and Digital Preferred Tier.

EXHIBIT 3

3	CBS - KYW-TV 3	■
6	ABC - WPVI-TV 6	■
8	WGN America	■
9	Pennsylvania Cable Network	■
10	NBC - WCAU-TV 10	■
12	PBS - WHYY-TV 12	■
13	FOX - WTXF-TV 29	■
14	Univision - WUVP-TV 65	■
15	WFMZ-TV 69	■
16	CW - WPSG-TV 57	■
17	PHL 17	■
18	ION-TV 61	■
19	WMCN-TV 44	■
23	NJTV.	■
25	WTVE-TV 51	■
26	WFPA Telefutura	■
27	Telemundo - WWSI-TV 62	■
28	Colonial School District Education	■
35	MiND - WYBE-TV 35	■
38	Twp of Springfield [Montgomery County] Education	■
39	PBS - WLVT-TV 39	■
46	Whitemarsh Twp Cable TV	■
47	TBN - WGTW-TV-48	■
49	Weatherscan Local	■
50	USA Network	■
51	TNT	■
52	TBS	■
53	FX	■
54	Spike TV	■
70	ESPN	■
73	ESPN U	■
74	ESPN2	■

76	Comcast SportsNet Philadelphia	■
83	Speed	■
85	Big Ten Network	■
87	NHL Network	★
87	NHL Network	★
89	NBA TV	★
90	NBC Sports Network	■
94	CBS Sports Network	★
99	The Comcast Network	■
100	CNN	■
101	CNN Headline News	■
102	CNBC	■
103	MSNBC	■
104	Bloomberg TV	■
109	C-SPAN	■
110	C-SPAN 2	■
111	C-SPAN 3	■
118	Fox News	■
119	The Weather Channel	■
120	Discovery Channel	■
121	National Geographic Channel	■
122	Science	■
123	Investigation Discovery	■
125	Military Channel	■
128	History Channel	■
130	Animal Planet	■
131	FiOS TV Information	■
139	TLC	■
140	Lifetime	■
141	LMN	■
143	Soapnet	■
144	Oxygen	■
149	WE tv	■
150	QVC	■
151	HSN	■
152	Liquidation Channel	■
155	Jewelry Television	■
157	ShopNBC	■
158	WOW	■
164	Food Network	■

165	HGTV	■
170	Travel Channel	■
180	Syfy	■
181	A&E	■
183	truTV	■
185	Bravo	■
187	Logo	■
190	Comedy Central	■
194	TV Guide Network	■
196	E! Entertainment Television	■
199	ABC Family	■
210	MTV	■
211	MTV2	■
216	fuse	■
217	VH1	■
218	VH1 Classic	■
220	Centric	■
221	CMT	■
224	gmc	■
229	Mnet	■
230	Turner Classic Movies	■
231	AMC	■
233	ReelzChannel	■
239	Hallmark Movie Channel	■
240	Hallmark Channel	■
244	TV Land	■
245	Retirement Living	■
246	Blue Highways TV	■
247	RFD TV	■
250	Disney Channel	■
251	Disney XD	■
252	Nickelodeon	■
254	Nick Toons	■
255	TeenNick	■
256	Nick Jr.	■
257	Cartoon Network	■
259	The Hub	■
260	Disney Junior	■
263	PBS Kids Sprout	■
270	BET	■
273	Tr3s: MTV, Musica y Mas	■

274	Galavisión	★
275	Mun2	★
276	nuvo TV	★
279	HITn	★
281	Sino TV Network	■
285	EWTN	■
286	INSP	■
288	Church Channel	■
289	JCTV	■
292	The Word	■
293	Daystar	■
295	TBN - TRINITY	■
297	The SonLife Broadcasting Network	■
300	Fox College Sports Atlantic	★
301	Fox College Sports Central	★
302	Fox College Sports Pacific	★
303	Tennis Channel	★
304	Golf Channel	★
307	Outdoor Channel	★
308	Sportsman Channel	★
311	Fox Deportes	■
313	GOL TV	★
315	TVG [Horse Racing]	★
316	HRTV	★
317	World Fishing Network	★
318	Mav TV	★
319	Blackbelt TV	★
330	Big Ten 1	■
331	Big Ten 2	■
335	NFL Red Zone [currently out-of-season]	★
340	Starz	★
341	Starz West	★
342	Starz Edge	★
343	Starz Edge West	★
344	Starz in Black	★
345	Starz Kids & Family	★
346	Starz Cinema	★
347	Starz Comedy	★
348	IndiePlex	★

349	RetroPlex	★
350	Encore	★
351	Encore West	★
352	Encore Love	★
353	Encore Love West	★
354	Encore Westerns	★
355	Encore Westerns West	★
356	Encore Suspense	★
357	Encore Suspense West	★
358	Encore Drama	★
359	Encore Drama West	★
360	Encore Action	★
361	Encore Action West	★
362	Encore Family	★
363	Encore Español	★
365	Showtime	★
366	Showtime West	★
367	Showtime Showcase	★
368	Showtime Showcase West	★
369	Showtime 2	★
370	Showtime 2 West	★
371	Showtime Beyond	★
372	Showtime Beyond West	★
373	Showtime Extreme	★
374	Showtime Extreme West	★
375	Showtime Women	★
376	Showtime Women West	★
377	Showtime Next	★
378	Showtime Next West	★
379	Showtime Family Zone	★
380	Showtime Family Zone West	★
385	The Movie Channel	★
386	The Movie Channel West	★
387	The Movie Channel Xtra	★
388	The Movie Channel Xtra West	★
390	Flix	★
391	Flix West	★
392	Sundance Channel	★
395	EPIX	★
400	HBO	★

401	HBO West	★
402	HBO 2	★
403	HBO 2 West	★
404	HBO Signature	★
405	HBO Signature West	★
406	HBO Family	★
407	HBO Family West	★
408	HBO Comedy	★
409	HBO Comedy West	★
410	HBO Zone	★
411	HBO Zone West	★
412	HBO Latino	★
413	HBO Latino West	★
420	Cinemax	★
421	Cinemax West	★
422	More Max	★
423	More Max West	★
424	Action Max	★
425	Action Max West	★
426	Thriller Max	★
427	Thriller Max West	★
428	W Max	★
429	At Max	★
430	Five Star Max	★
431	Outer Max	★
440	Playboy TV	★
441	Playboy TV en Español	★
445	here! TV	★
460	NBC Nonstop [WCAU]	■
463	WPHL Antenna TV	■
465	ABC Live Well [WPVI]	■
466	ABC Live Well WPVI	■
467	This TV Network WPHL	■
468	WPHL Tango Traffic	■
471	WLVT V-ME	■
472	WLVT Create	■
473	WHYY 2	■
474	WHYYARTS	■
475	WYBE NHK World	■
477	WYBE France 24	■
478	WYBE RT TV	■

491	Qubo [WPPX]	■
492	ION Life [WPPX]	■
503	CBS - KYW HD	■
506	ABC - WPVI HD	■
510	NBC - WCAU HD	■
512	PBS - WHYH HD	■
513	FOX - WTXF HD	■
514	Univision - WUVP-TV65 HD	■
515	WFMZ TV69 HD	■
516	CW - WPSG HD	■
517	PHL 17 HD	■
518	ION HD	■
523	NJTV HD	■
539	PBS WLVT-TV39 HD	■
550	USA HD	■
551	TNT HD	■
552	TBS HD	■
553	FX HD	■
554	Spike HD	■
570	ESPN HD	■
573	ESPN U HD	■
574	ESPN2 HD	■
576	Comcast SportsNet Philadelphia HD	■
583	Speed HD	■
585	Big Ten Network HD	■
587	NHL Network HD	★
589	NBA TV HD	★
590	NBC Sports Network HD	■
591	Outdoor Channel HD	★
592	Tennis Channel HD	★
593	Golf Channel HD	★
597	World Fishing Network HD	★
598	MAV TV HD	★
600	CNN HD	■
602	CNBC HD+	■
603	MSNBC HD	■
618	Fox News HD	■
619	The Weather Channel HD	■
620	Discovery Channel HD	■
621	National Geographic	■

622	Channel HD	■
	Science HD	■
623	Investigation Discovery HD	■
628	History Channel HD	■
630	Animal Planet HD	■
639	TLC HD	■
640	Lifetime HD	■
641	LMN HD	■
649	WE tv HD	■
650	QVC HD	■
651	HSN HD	■
664	Food Network HD	■
665	HGTV HD	■
670	Travel Channel HD	■
680	Syfy HD	■
681	A&E HD	■
683	tru TV HD	■
685	Bravo HD	■
690	Comedy Central HD	■
696	E! HD Entertainment Network	■
699	ABC Family HD	■
710	MTV HD	■
716	fuse HD	■
717	VH1 HD	■
721	CMT HD	■
731	AMC HD	■
739	Hallmark Movie Channel HD	■
752	Nickelodeon HD	■
770	BET HD	■
780	Disney Channel HD	■
781	Disney XD HD	■
789	The Hub HD	■
835	NFL Red Zone HD [currently out-of-season]	★
840	Starz HD	★
842	Starz Edge HD	★
845	Starz Kids & Family HD	★
847	Starz Comedy HD	★
850	Encore HD	★
865	Showtime HD	★

866	Showtime West HD	★
867	Showtime Showcase HD	★
868	Showtime Showcase West HD	★
869	Showtime 2 HD	★
870	Showtime 2 West HD	★
873	Showtime Extreme HD	★
874	Showtime Extreme West HD	★
885	The Movie Channel HD	★
887	The Movie Channel Xtra HD	★
895	EPIX HD	★
896	EPIX 2 HD	★
899	HBO HD	★
901	HBO West HD	★
902	HBO 2 HD	★
903	HBO 2 West HD	★
904	HBO Signature HD	★
905	HBO Signature West HD	★
906	HBO Family HD	★
907	HBO Family West HD	★
908	HBO Comedy HD	★
909	HBO Comedy West HD	★
910	HBO Zone HD	★
911	HBO Zone West HD	★
912	HBO Latino HD	★
913	HBO Latino West HD	★
920	Cinemax HD	★
921	Cinemax West HD	★
922	More Max HD	★
923	More Max West HD	★
924	Action Max HD	★
926	Thriller Max HD	★
928	W Max HD	★
929	At Max HD	★
930	Five Star Max HD	★
931	Outer Max HD	★
1000	TVN Event TV	★
1002	ESPN 3D	★
1009	Fox Soccer Plus	★
1010	ESPN Full Court/Game Plan PPV1	★

- 1011 ESPN Full Court/Game
Plan PPV2 ★
- 1012 ESPN Full Court/Game
Plan PPV3 ★
- 1013 ESPN Full Court/Game
Plan PPV4 ★
- 1014 ESPN Full Court/Game
Plan PPV5 ★
- 1015 ESPN Full Court/Game
Plan PPV6 ★
- 1470 MLB Extra Innings HD/NHL
Center Ice HD ★
- 1471 MLB Extra Innings
HD2/NHL Center ICE HD 2 ★
- 1472 MLB Extra Innings
HD3/NHL Center Ice HD3 ★
- 1473 MLB Extra Innings
HD4/NHL Center Ice HD4 ★
- 1474 MLB Extra Innings
HD5/NHL Center Ice HD5 ★
- 1475 MLB Extra Innings 1/NHL
Center Ice 1 ★
- 1476 MLB Extra Innings 2/NHL
Center Ice 2 ★
- 1477 MLB Extra Innings 3/NHL
Center Ice 3 ★
- 1478 MLB Extra Innings 4/NHL
Center Ice 4 ★
- 1479 MLB Extra Innings 5/NHL
Center Ice 5 ★
- 1480 MLB Extra Innings 6/NHL
Center Ice 6 ★
- 1481 MLB Extra Innings 7/NHL
Center Ice 7 ★
- 1482 MLB Extra Innings 8/NHL
Center Ice 8 ★
- 1483 MLB Extra Innings 9/NHL
Center Ice 9 ★
- 1484 MLB Extra Innings 10/NHL
Center Ice 10 ★
- 1485 MLB Extra Innings 11/NHL
Center Ice 11 ★
- 1486 MLB Extra Innings 12/NHL
Center Ice 12 ★
- 1487 MLB Extra Innings 13/NHL
Center Ice 13 ★
- 1488 MLB Extra Innings 14/NHL
Center Ice 14 ★
- 1489 NBA League Pass HD/MLS
Direct Kick HD ★

- 1490 NBA League Pass 1/MLS 
Direct Kick 1
- 1491 NBA League Pass 2/MLS 
Direct Kick 2
- 1492 NBA League Pass 3/MLS 
Direct Kick 3
- 1493 NBA League Pass 4/MLS 
Direct Kick 4
- 1494 NBA League Pass 5/MLS 
Direct Kick 5
- 1495 NBA League Pass 6/MLS 
Direct Kick 6
- 1496 NBA League Pass 7/MLS 
Direct Kick 7
- 1497 NBA League Pass 8/MLS 
Direct Kick 8
- 1498 NBA League Pass 9/MLS 
Direct Kick 9
- 1499 NBA League Pass 10/MLS 
Direct Kick 10
- 1503 Galavisión 
- 1506 Televisión Dominicana 
- 1507 Supercanal 
- 1508 WAPA América 
- 1509 Tele El Salvador 
- 1511 Multimedios TV 
- 1512 Ecuavisa Internacional 
- 1513 Telemicro Internacional 
- 1516 Multimedios HD 
- 1520 ESPN Deportes 
- 1521 Fox Deportes 
- 1523 GOL TV 
- 1535 AyM Sports 
- 1536 TyC Sports 
- 1540 CNN en Español 
- 1548 Dominican View 
- 1549 Canal SUR 
- 1550 Milenio Television 
- 1560 TVE Internacional
- 1561 History Channel en Español
- 1563 Discovery En Español
- 1564 Nat Geo Mundo
- 1567 Once TV México
- 1582 Utilísima

1583	Pasiones	★
1590	Latele Novela Network	★
1620	Infinito	★
1642	nuvo TV	★
1643	Mun2	★
1646	Canal 22	★
1648	HITn	★
1660	Tr3s: MTV, Musica y Mas	★
1662	Telehit	★
1663	Bandamax Estados Unidos	★
1664	Ritmoson Latino EUA	★
1666	TeleRitmo	★
1670	Ultra Fiesta	★
1680	De Película	★
1681	De Película Clásico	★
1682	Viendo Movies	★
1683	Gran Cine	★
1685	Cine Latino	★
1686	Cine Mexicano	★
1687	Cine Nostalgia	★
1688	Cine Estelar	★
1690	Ultra Cine	★
1692	Ultra Mex	★
1701	La Familia	★
1702	Discovery Familia	★
1703	Centroamérica TV	★
1704	TV Chile	★
1705	TV Colombia	★
1706	Telemazonas	★
1720	¡Sorpresa!	★
1721	Vme Kids	★
1722	Disney XD	★
1723	Semillitas	★
1724	Boomerang [SAP]	★
1727	BBC CBeebies	★
1730	Ultra Kidz	★
1740	TBN Enlace USA	★
1741	EWTN Español	★
1751	STAR India PLUS	★
1752	TV Asia	★
1753	Zee TV	★

1754	Sony Entertainment TV Asia	★
1755	The Filipino Channel	★
1756	GMA Pinoy TV	★
1757	Jus Punjabi	★
1760	Munhwa Broadcasting Corp [MBC] [Korean]	★
1761	YTN Yonhap TV News	★
1762	SBS Seoul Broadcasting Corporation	★
1764	RTPi	★
1765	SBTN [Saigon Broadcasting Television Network]	★
1766	CTN	★
1767	TVK	★
1768	TV GLOBO	★
1770	TV Japan	★
1771	TV 5 Monde [French]	★
1772	RAI Italia [Italian]	★
1773	Channel One Russia	★
1774	Russian Television Network	★
1775	RTR Planeta	★
1776	TVP Polonia [Polish]	★
1777	BN TV	★
1778	TV1	★
1779	Public TV of Armenia	★
1780	Arab Radio & Television [ART]	★
1781	Kuwait TV	★
1783	Pro TV [RSC 3]	★
1784	RSC 1	★
1785	Rang A Rang [Farsi]	★
1787	DW Amerika	★
1788	ProSiebenSat.1Welt	★
1789	Antenna 1	★
1795	China Central TV 4	★
1796	CTI Zhong Tian Channel	★
1797	Phoenix North America Chinese Channel	★
1798	TVBe	★
1800	MC Hit List	■
1801	MC Hip-Hop and R&B	■

1802	MC Mixtape	■
1803	MC Dance/Electronica	■
1804	MC Rap	■
1805	MC Hip-Hop Classics	■
1806	MC Throwback Jamz	■
1807	MC R&B Classics	■
1808	MC R&B Soul	■
1809	MC Gospel	■
1810	MC Reggae	■
1811	MC Classic Rock	■
1812	MC Retro Rock	■
1813	MC Rock	■
1814	MC Metal	■
1815	MC Alternative	■
1816	MC Classic Alternative	■
1817	MC Adult Alternative	■
1818	MC Soft Rock	■
1819	MC Pop Hits	■
1820	MC 90s	■
1821	MC 80s	■
1822	MC 70s	■
1823	MC Solid Gold Oldies	■
1824	MC Party Favorites	■
1825	MC Stage & Screen	■
1826	MC Kidz Only!	■
1827	MC Toddler Tunes	■
1828	MC Today's Country	■
1829	MC True Country	■
1830	MC Classic Country	■
1831	MC Contemporary Christian	■
1832	MC Sounds of the Season	■
1833	MC Soundscapes	■
1834	MC Smooth Jazz	■
1835	MC Jazz	■
1836	MC Blues	■
1837	MC Singers & Swing	■
1838	MC Easy Listening	■
1839	MC Classical Masterpieces	■
1840	MC Light Classical	■
1841	MC Musica Urbana	■
1842	MC Pop Latino	■

1843	MC Tropicales	■
1844	MC Mexicana	■
1845	MC Romances	■

■ Included Channel
 ★ Premium Available For Additional Cost
 ★ Channel included with a bundle

Programming Service offered in each package are subject to change and not all programming services will be available at all times, Blackout restrictions apply.

EXHIBIT 5



Jan 12, 2012

Davis Wright Tremaine LLP
1919 Pennsylvania Avenue, N.W.
Suite 800
Washington, DC 20006

To Whom It May Concern:

Media Business Corporation ("MediaBiz") utilizes a multi-step process to accurately identify cable client franchise areas and associated ZIP and ZIP+4 Codes. (A ZIP+4 Code includes the five digits of the United States Postal Service ZIP Code, a hyphen, and four more digits that determine a more precise location than the ZIP Code.)

MediaBiz developed this methodology to address the potential shortcomings in utilizing 5-digit ZIP Code data for "Effective Competition" petitions. This basic methodology has been in place for several years and has been used successfully in many Effective Competition cases at the FCC.

Because ZIP Codes and municipal boundaries are created and managed by different government authorities, the boundaries of ZIP Codes and municipal boundaries often overlap. ZIP Codes frequently span between and beyond municipal boundaries. ZIP+4 Codes, however, usually reside in one and only one municipality. MediaBiz uses Place, Minor Civil Division (MCD), and County boundaries from Dynamap®, a division of Pitney Bowes Business Insight, to determine municipal boundaries. MediaBiz uses the Dynamap® ZIP+4 Centroids database, which contains ZIP+4 centroid correspondence for virtually all deliverable ZIP+4s, to identify ZIP+4 Codes within municipal boundaries, among the over 60 million ZIP+4s in all 50 states, DC, and Puerto Rico, based on current data from the USPS and the U.S. Bureau of the Census, and the Tele Atlas master street database.

MediaBiz then utilizes its ZIP+4 Code mapping to enable our clients to obtain proper "Direct-to-Home" (DTH) subscriber counts for their respective franchise areas by tracking DTH subscribers at the ZIP+4 Code level. (Where MediaBiz determines that a ZIP Code falls entirely within a franchise area, however, it is unnecessary to identify DTH subscribers at the ZIP+4 Code level for that 5-digit ZIP Code. In these instances, MediaBiz identifies such 5-digit ZIP Codes and, accordingly, DTH subscribers are identified by the 5-digit ZIP Code only.

Only ZIP+4 Codes that meet specific criteria are included in this report. The following criteria must be met:

- The centroid of the ZIP+4 Code is within the franchise area; and
- The USPS ZIP+4 Record Type (from Dynamap® ZIP+4 Centroids) is either H - high-rise or S - street

Our methodology has been used by many multiple system operators (MSOs) as part of their Effective Competition relief efforts, and we believe this methodology produces the most accurate and detailed view of ZIP+4 data as it relates to cable franchise areas.


Robert Lehmann
President

MediaBiz

EXHIBIT 6



Provided by
Satellite Broadcasting and Communications Association

Pursuant to Section 76.907(c) of the FCC Rules, and your effective competition tracking request dated February 17, 2011 please find the following Direct-to-Home (DTH) satellite subscriber numbers per zip code (and/or zip+4 where necessary). The provision and use of this Effective Competition Tracking Report is governed by and subject to the terms and conditions of the Agreement for Provision and Use of Confidential Data, between your company and SBCA.

Report Date: March 20, 2012

ZIP Codes

DTH Count

Requested total for Bordentown City, NJ

Data is current through 2/29/2012

Report Prepared by:
Martin Esteves
Manager, Membership and Data Management
202-349-3630
mesteves@sbca.org

Methodology: Direct-To-Home (DTH) subscriber data reflects aggregated DIRECTV and DISH Network residential subscriber totals. The following data collection procedures are applied by Members in the normal course of business: a) single accounts with multiple receivers are only counted once; b) commercial and test accounts are not included; c) each occupied unit served in a multiple dwelling unit building has been counted as a separate residential subscriber; d) zip codes are taken from service locations (not billing addresses, where different); e) inactive accounts are routinely removed; f) invalid (undeliverable) addresses have been corrected where known; g) courtesy or complimentary accounts are included; and h) zip code information for Members' subscribers is periodically updated to reflect changes to zip codes by the United States Postal Service.

; oldest data from 2012-02-29

- 085051301
- 085051302
- 085051303
- 085051304
- 085051305
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- 085051308
- 085051309
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- 085051311
- 085051312
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Total

ECTR – Effective Competition Tracking Report



Provided by
Satellite Broadcasting and Communications Association

Pursuant to Section 76.907(c) of the FCC Rules, and your effective competition tracking request dated February 17, 2011 please find the following Direct-to-Home (DTH) satellite subscriber numbers per zip code (and/or zip+4 where necessary). The provision and use of this Effective Competition Tracking Report is governed by and subject to the terms and conditions of the Agreement for Provision and Use of Confidential Data, between your company and SBCA.

Report Date: March 20, 2012

ZIP Codes

DTH Count

Requested total for Bordentown Township, NJ

Data is current through 2/29/2012

Report Prepared by:
Martin Esteves
Manager, Membership and Data Management
202-349-3630
mesteves@sbca.org

Methodology: Direct-To-Home (DTH) subscriber data reflects aggregated DIRECTV and DISH Network residential subscriber totals. The following data collection procedures are applied by Members in the normal course of business: a) single accounts with multiple receivers are only counted once; b) commercial and test accounts are not included; c) each occupied unit served in a multiple dwelling unit building has been counted as a separate residential subscriber; d) zip codes are taken from service locations (not billing addresses, where different); e) inactive accounts are routinely removed; f) invalid (undeliverable) addresses have been corrected where known; g) courtesy or complimentary accounts are included; and h) zip code information for Members' subscribers is periodically updated to reflect changes to zip codes by the United States Postal Service.

; oldest data from 2012-02-29

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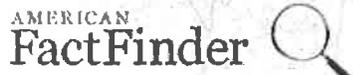
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Total

EXHIBIT 7

U.S. Census Bureau



H1

OCCUPANCY STATUS Universe: Housing units 2010 Census Redistricting Data (Public Law 94-171) Summary File

NOTE: For information on confidentiality protection, nonsampling error, and definitions, see <http://www.census.gov/prod/cen2010/pi94-171.pdf>

NOTE: Change to the California, Connecticut, Mississippi, New Hampshire, Virginia, and Washington P. L. 94-171 Summary Files as delivered.

		Bordentown city, New Jersey
1	Total:	2,014
3	Occupied	1,859
3	Vacant	155

Source: U.S. Census Bureau, 2010 Census.



H1

OCCUPANCY STATUS
Universe: Housing units
2010 Census Redistricting Data (Public Law 94-171) Summary File

NOTE: For information on confidentiality protection, nonsampling error, and definitions, see <http://www.census.gov/prod/cen2010/pl94-171.pdf>

NOTE: Change to the California, Connecticut, Mississippi, New Hampshire, Virginia, and Washington P. L. 94-171 Summary Files as delivered.

Bordentown township, Burlington County, New Jersey	
Total:	4,360
Occupied	4,173
Vacant	187

Source: U.S. Census Bureau, 2010 Census.

EXHIBIT 8

REDACTED - FOR PUBLIC INSPECTION

	A	B	C	D	E	F
						% of DBS Penetration In Franchise Area Column C + D/ Column E
1	Community	State	Total DBS Subscribers	Verison Subscribers	2010 Census Occupied Housing Units	
2	Bordentown City	NJ			1,859	43.41%
3	Bordentown Township	NJ			4,173	41.34%

CERTIFICATE OF SERVICE

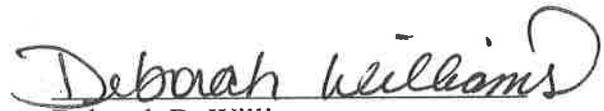
I, Deborah D. Williams, do hereby certify on this 13th day of June, 2012 that a true and correct copy of the foregoing "Petition for Special Relief" has been sent via U.S. mail, postage prepaid to the following:

Ms. Patricia D. Ryan
City Clerk
Bordentown City
324 Farnsworth Ave.
Bordentown, NJ 08505

Ms. Colleen Eckert
Township Clerk
Bordentown Township
1 Municipal Drive
Bordentown, NJ 08505

Eric Edgington
Verizon
4458 Madison Industrial Lane
MC: FLTP0007
Tampa, FL 33619

Lawanda R. Gilbert, Acting Director
Office of Cable Television
Board of Public Utilities
44 South Clinton Avenue, 98th Floor
Post Office Box 350
Trenton, NJ 08625-0350


Deborah D. Williams